

# **Exhibit B**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
IN RE:

14-MD-2543 (JMF)

GENERAL MOTORS LLC IGNITION SWITCH LITIGATION

14-CV-8176

*This Document Relates to All Actions*

**AFFIRMATION OF**  
**R. ALLAN PIXTON**  
-----x

I, R. Allan Pixton, an attorney admitted *pro hac vice* to practice before this Court, hereby affirm under penalty of perjury as follows:

1. I am a partner in the firm of Kirkland & Ellis LLP and counsel for General Motors LLC (“New GM” or “GM LLC”) in the above-captioned matter.

2. I make this Affirmation in support of New GM’s Motion for Partial Summary Judgment on Successor Liability.

3. The following facts are within my personal knowledge, and if called, I would testify as follows.

- a. Attached hereto as Exhibit 1 is a true and correct copy of the June 1, 2009 Affidavit of Frederick A. Henderson filed in the United States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”) in *In re General Motors Corp., et al*, 09-bk-50026 (Bankr. S.D.N.Y.) (“Bankruptcy Case”).
- b. Attached hereto as Exhibit 2 is a true and correct excerpted copy of the November 10, 2008 10-Q filing made by General Motors Corporation (“Old GM”) with the Securities and Exchange Commission (“SEC”).
- c. Attached hereto as Exhibit 3 is a true and correct copy of the June 25, 2009 Declaration of Harry Wilson filed in the Bankruptcy Case.
- d. Attached hereto as Exhibit 4 is a true and correct copy of the December 31, 2008 loan agreement between Old GM and the U.S. Treasury, which was attached as an exhibit to the January 7, 2009 8-K filing made by Old GM with the SEC.
- e. Attached hereto as Exhibit 5 is a true and correct excerpted copy of the transcript of the June 30, 2009 Bankruptcy Court hearing on Debtors’

Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II Schedule Sale Approval Hearing (“Motion to Approve the 363 Sale”) filed in the Bankruptcy Case.

- f. Attached hereto as Exhibit 6 is a true and correct copy of the June 1, 2009 Declaration of William C. Repko filed in the Bankruptcy Case.
- g. Attached hereto as Exhibit 7 is a true and correct copy of President Barack Obama’s March 30, 2009 Remarks By The President On the American Automotive Industry.
- h. Attached hereto as Exhibit 8 is a true and correct copy of the March 10, 2010 monthly report to Congress by the U.S. Treasury regarding the Troubled Assets Relief Program.
- i. Attached hereto as Exhibit 9 is a true and correct copy of the April 27, 2009 announcement of the launch of Old GM’s bond exchange offer, which was attached as an exhibit to the April 27, 2009 8-K filing made by Old GM with the SEC.
- j. Attached hereto as Exhibit 10 is a true and correct copy of the May 27, 2009 announcement of the expiration of Old GM’s bond exchange offer, which was attached as an exhibit to the May 27, 2009 8-K filing made by Old GM with the SEC.
- k. Attached hereto as Exhibit 11 is a true and correct excerpted copy of the May 8, 2009 10-Q filing made by Old GM with the SEC.
- l. Attached hereto as Exhibit 12 is a true and correct copy of the Statement of the United States of America Upon the Commencement of General Motors Corporation’s Chapter 11 Case filed in the Bankruptcy Case.
- m. Attached hereto as Exhibit 13 is a true and correct copy of the June 4, 2009 Declaration of Albert Koch filed in the Bankruptcy Case.
- n. Attached hereto as Exhibit 14 is a true and correct excerpted copy of the June 1, 2009 Voluntary Petition for Chapter 11 bankruptcy relief filed by Old GM in the Bankruptcy Case.
- o. Attached hereto as Exhibit 15 is a true and correct excerpted copy of Old GM’s June 1, 2009 Motion to Authorize the 363 Sale filed in the Bankruptcy Case.

- p. Attached hereto as Exhibit 16 is a true and correct copy of the June 4, 2009 Declaration of J. Stephen Worth filed in the Bankruptcy Case.
- q. Attached hereto as Exhibit 17 is a true and correct excerpted copy of the June 25, 2009 Final Order Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 364 and 507 and Bankruptcy Rules 2002, 4001 and 6004 (A) Approving a DIP Credit Facility and Authorizing the Debtors to Obtain Post-Petition Financing Pursuant Thereto, (B) Granting Related Liens and Super-Priority Status, (C) Authorizing the Use of Cash Collateral and (D) Granting Adequate Protection to Certain Pre-Petition Secured Parties (“June 25, 2009 Final Order”) entered in the Bankruptcy Case.
- r. Attached hereto as Exhibit 18 is a true and correct copy of the U.S. Treasury and Export Canada Debtor-in-Possession Credit Facility agreement authorized by the Bankruptcy Court and attached as an exhibit to the June 25, 2009 Final Order.
- s. Attached hereto as Exhibit 19 is a true and correct excerpted copy of the April 7, 2010 10-K filing made by New GM with the SEC.
- t. Attached hereto as Exhibit 20 is a true and correct excerpted copy of the April 4, 2011 8-K filing made by Motors Liquidation Company (“MLC”) with the SEC.
- u. Attached hereto as Exhibit 21 is a true and correct copy of the July 5, 2009 Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief (“Sale Order”) entered in the Bankruptcy Case.
- v. Attached hereto as Exhibit 22 is a true and correct copy of the Stockholders Agreement entered into by the U.S. Treasury, Canadian government, and New GM’s voluntary employee beneficiary association as attached to the July 16, 2009 8-K filing made by New GM with the SEC.
- w. Attached hereto as Exhibit 23 is a true and correct copy of the February 23, 2011 Declaration of Thomas A. Morrow filed in the Bankruptcy Court.
- x. Attached hereto as Exhibit 24 is a true and correct copy of MLC’s Certificate of Amendment of Restated Certificate of Incorporation of General Motors Corporation, which was attached as an exhibit to the July 14, 2009 8-K filing made by MLC with the SEC.
- y. Attached hereto as Exhibit 25 is a true and correct excerpted copy of MLC’s Second Amended Chapter 11 Bankruptcy Plan.

- z. Attached hereto as Exhibit 26 is a true and correct excerpted copy of the August 31, 2010 Disclosure Statement for Debtors' Joint Chapter 11 Plan filed in the Bankruptcy Case.
- aa. Attached hereto as Exhibit 27 is a true and correct copy of the November 10, 2016 Declaration of Robert Hoffman.
- bb. Attached hereto as Exhibit 28 is a true and correct excerpted copy of the July 14, 2009 MLC 8-K filing with the SEC.
- cc. Attached hereto as Exhibit 29 is a true and correct excerpted copy of the August 7, 2009 8-K filing made by New GM with the SEC.
- dd. Attached hereto as Exhibit 30 is a true and correct copy of New GM's Amended and Restated Bylaws as of July 9, 2009, which were attached as an exhibit to the August 7, 2009 8-K filing made by New GM with the SEC.
- ee. Attached hereto as Exhibit 31 is a true and correct copy of the August 31, 2009 MLC Interim Report filed in the Bankruptcy Case.
- ff. Attached hereto as Exhibit 32 is a true and correct copy of the June 15, 2009 Certificate of Service to Old GM stockholders filed in the Bankruptcy Case at Docket No. 973. For the sake of brevity, New GM does not attach the exhibits to the Certificate of Service. However, the nine-part Exhibit A to the Certificate, naming various Old GM stockholders, numbers approximately 7,600 pages and lists approximately 50 names per page.
- gg. Attached hereto as Exhibit 33 is a true and correct excerpted copy of the August 7, 2009 8-K filing made by MLC with the SEC.
- hh. Attached hereto as Exhibit 34 is a true and correct excerpted copy of Old GM's June 26, 2009 Omnibus Reply to Objections to the Motion to Authorize the 363 Sale filed in the Bankruptcy Case.
- ii. Attached hereto as Exhibit 35 is a true and correct copy of the Certificate of Dissolution of Motors Liquidation Company filed in Delaware.
- jj. Attached hereto as Exhibit 36 is a true and correct excerpted copy of the March 31, 2016 10-K filing made by the MLC GUC Trust with the SEC.
- kk. Attached hereto as Exhibit 37 is a true and correct excerpted copy of the transcript of the October 21, 2013 Bankruptcy Court hearing on adversary proceedings in the Bankruptcy Case.
- ll. Attached hereto as Exhibit 38 is a true and correct copy of the MLC GUC Trust Assignment and Assumption Agreement.

- mm. Attached hereto as Exhibit 39 is a true and correct excerpted copy of the December 21, 2011 8-K filing made by the MLC GUC Trust with the SEC.
- nn. Attached hereto as Exhibit 40 is a true and correct excerpted copy of the August 12, 2016 MLC GUC Trust Quarterly GUC Trust Reports as of June 30, 2016 filed in the Bankruptcy Case.
- oo. Attached hereto as Exhibit 41 is a true and correct excerpted copy of the July 22, 2016 MLC GUC Trust Status Report filed in the Bankruptcy Case.
- pp. Attached hereto as Exhibit 42 is a true and correct excerpted copy of the May 25, 2016 10-K filing made by MLC GUC Trust with the SEC.
- qq. Attached hereto as Exhibit 43 is a true and correct excerpted copy of the March 4, 2009 10-K filing made by Old GM with the SEC.
- rr. Attached hereto as Exhibit 44 is a true and correct excerpted copy of the November 10, 2010 10-Q filing made by New GM with the SEC.
- ss. Attached hereto as Exhibit 45 is a true and correct copy of the November 10, 2016 Declaration of Teresa Kole.
- tt. Attached hereto as Exhibit 46 is a true and correct copy of the February 5, 2010 Notice of Hearing on MLC's Motion for Entry of Order Pursuant to 11 U.S.C. §§105(a) and 363 in Aid of Implementation of Sale filed in the Bankruptcy Case ("February 5, 2010 Motion").
- uu. Attached hereto as Exhibit 47 is a true and correct excerpted copy of the transcript of the March 2, 2010 Bankruptcy Court hearing on the February 5, 2010 Motion.
- vv. Attached hereto as Exhibit 48 is a true and correct copy of the June 26, 2009 Amended and Restated Master Sale and Purchase Agreement By and Among General Motors Corporation, Saturn LLC, Saturn Distribution Corporation and Chevrolet-Saturn of Harlem, Inc. and NGMCO, Inc., which was attached as an exhibit to the Sale Order.
- ww. Attached hereto as Exhibit 49 is a true and correct copy of the parties' November 10, 2016 Status Report Pursuant to Order Setting Case Management Conference filed in the Bankruptcy Case.
- xx. Attached hereto as Exhibit 50 is a true and correct copy of MLC's bylaws as of July 14, 2009, which were attached as an exhibit to the July 14, 2009 8-K filing made by MLC with the SEC.

I affirm under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Dated: November 11, 2016

/s/ R. Allan Pixton

R. Allan Pixton

**CERTIFICATE OF SERVICE**

I hereby certify that on November 11, 2016, I electronically filed the foregoing affirmation using the CM/ECF system which will serve notification of such filing to the email of all counsel of record in this action.

By: /s/ Andrew B. Bloomer, P.C.

Andrew B. Bloomer, P.C.